

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

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Robert J. Feinstein, Esq.

Paul J. Labov, Esq.

Steven W. Golden, Esq.

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*Proposed Co-Counsel to the Official  
Committee of Unsecured Creditors*

In re:

CHRISTOPHER & BANKS CORPORATION, *et al.*,<sup>1</sup>  
Debtors.

Case No.: 21-10269 (ABA)

Chapter: 11

Judge: Andrew B. Altenburg, Jr.  
Jointly Administered

**APPLICATION FOR ORDER PURSUANT TO 11 U.S.C.  
§§ 328 AND 1103, FED. R. BANKR. P. 2014, AND LOCAL RULE 2014-1,  
AUTHORIZING AND APPROVING THE EMPLOYMENT AND RETENTION  
OF PACHULSKI STANG ZIEHL & JONES LLP AS COUNSEL TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITOR EFFECTIVE AS OF JANUARY 27, 2021**

<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of each Debtor's federal tax identification number, as applicable, are as follows: Christopher & Banks Corporation (5422), Christopher & Banks, Inc. (1237), and Christopher & Banks Company (2506). The Debtors' corporate headquarters is located at 2400 Xenium Lane North, Plymouth, Minnesota 55441.

The Official Committee of Unsecured Creditors (the “Committee”) of Christopher & Banks Corporation, *et al.* (the “Debtors”) hereby submits its application (the “Application”) for the entry of an order authorizing and approving the employment of Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”) as counsel to the Committee in connection with the Debtors’ chapter 11 cases (the “Cases”) effective as of January 27, 2021, pursuant to sections 328(a) and 1103(a) of title 11 of the United States Code (the “Bankruptcy Code”), Rule 2014 of the Federal Rules of Bankruptcy Procedure (the “Bankruptcy Rules”), and Rule 2014-1 of the Local Rules of Bankruptcy Practice and Procedure of the United States Bankruptcy Court for the District of New Jersey (the “Local Rules”). In support of the relief sought in the Application, the Committee submits the (i) Declaration of Bradford J. Sandler, a partner of the Firm (the “Sandler Declaration”), attached hereto as Exhibit A and incorporated herein by reference, and (ii) the Declaration of the Committee chair, attached hereto as Exhibit B and incorporated herein by reference. In further support of the Application, the Committee respectfully states as follows:

### **Jurisdiction and Venue**

1. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 157 and 1334. This matter is a core proceeding within the meaning of 28 U.S.C. § 157(b)(2).
2. Venue of this proceeding and this Application is proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409.
3. The statutory bases for the relief requested herein are sections 328 and 1103 of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1.

### **Background**

4. On January 13, 2021 (the “Petition Date”), each of the Debtors commenced with this Court voluntary cases under chapter 11 of the Bankruptcy Code. The Debtors continue to operate their businesses and manage their assets as debtors in possession pursuant to sections 1107(a) and 1108 of the Bankruptcy Code. No trustee or examiner has been appointed in these Chapter 11 Cases.

5. On January 26, 2021, the Office of the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee consists of the following seven (7) members: (i) Brookfield Properties Retail, Inc.; (ii) Blueprint Clothing Corp.; (iii) Federal Express Corporate Services, Inc.; (iv) Hangzhou Jiayi Garment Co., Ltd; (v) JiaXing Mengdi Import and Export Co., Ltd.; (vi) Simon Property Group, Inc.; and (vii) Washington Prime Group Inc.. *See Notice of Appointment of Official Committee of Unsecured Creditors* [Docket No. 118].

6. On January 27, 2021, the Committee voted to retain PSZJ as counsel along with Kelley Drye & Warren LLP (“Kelley Drye”) as co-counsel, subject to Court approval. The Committee also selected FTI Consulting, Inc. (“FTI”) to serve as its financial advisor. PSZJ, Kelley Drye, and FTI will coordinate closely to minimize the duplication of the services provided to the Committee by each firm and meet the scope of the services for which each firm is retained to provide.

7. The Firm has approximately 75 attorneys with a practice concentrated on corporate reorganizations, bankruptcy, litigation, and commercial matters. The Firm’s attorneys

extensive experience representing creditors' committees in complex chapter 11 cases throughout the country, including *It'Sugar FL I LLC* (S.D. Fla.), *RTW Retailwinds* (D. N.J.), *Tailored Brands, Inc.* (S.D. Tex.), *Ascena Retail Group* (E.D. Va.), *Neiman Marcus Group* (S.D. Tex.), *Chinos Holdings, Inc.* (E.D. Va.), *Gymboree* (E.D. Va.), *Payless Holdings* (E.D. Mo.), *Frank Theatres Bayonne/South Cove, LLC* (D. N.J.), *Ashley Stewart Holdings, Inc.* (D. N.J.); *Bakers Footwear* (E.D. Mo.), *The Bon-Ton Stores* (D. Del.), *Ignite Restaurant Group* (S.D. Tex.), *Sports Authority* (D. Del.), *Western Convenience Stores* (D. Colo.), *BCBG Max Azria* (S.D.N.Y.), *Anna's Linens*, (C.D. Cal.), *Aéropostale* (S.D.N.Y.), *155 Route 10 Associates, Inc.* (D. N.J.), and *Pennsylvania Fashions, Inc.* (D. N.J.). Based on these facts, the Committee believes that the Firm is well-qualified to render the services as described below.

### **Relief Requested**

8. By this Application, the Committee respectfully requests that the Court enter an order, substantially in the form annexed hereto as Exhibit C, pursuant to sections 328(a) and 1103(a) of the Bankruptcy Code, Bankruptcy Rule 2014, and Local Rule 2014-1, authorizing the Committee to employ and retain the Firm as its counsel in these Cases. The Committee seeks to retain the Firm effective as of January 27, 2021, because the Firm began providing services to the Committee as of such date. The Committee believes that such retention is appropriate in these Cases because the Committee required effective representation prior to such time as a retention application could be submitted to the Court due to the exigencies of these Cases, and the Firm has been providing services to the Committee since January 27, 2021.

**Services to be Rendered**

9. Subject to further order of this Court, the Firm is expected to render, on an as-requested basis, among other services, the following services to the Committee:

- a. Assisting, advising and representing the Committee in its consultations with the Debtors regarding the administration of these Cases;
- b. Assisting, advising and representing the Committee with respect to the Debtors' retention of professionals and advisors with respect to the Debtors' business and these Cases;
- c. Assisting, advising and representing the Committee in analyzing the Debtors' assets and liabilities, investigating the extent and validity of liens and participating in and reviewing any proposed asset sales, any asset dispositions, financing arrangements and cash collateral stipulations or proceedings;
- d. Assisting, advising and representing the Committee in any manner relevant to reviewing and determining the Debtors' rights and obligations under leases and other executory contracts;
- e. Assisting, advising and representing the Committee in investigating the acts, conduct, assets, liabilities and financial condition of the Debtors, the Debtors' operations and the desirability of the continuance of any portion of those operations, and any other matters relevant to the Cases or to the formulation of a plan;
- f. Assisting, advising and representing the Committee in connection with any sale of the Debtors' assets;
- g. Assisting, advising and representing the Committee in its participation in the negotiation, formulation, or objection to any plan of liquidation or reorganization;
- h. Assisting, advising and representing the Committee in understanding its powers and its duties under the Bankruptcy Code and the Bankruptcy Rules and in performing other services as are in the interests of those represented by the Committee;
- i. Assisting, advising and representing the Committee in the evaluation of claims and on any litigation matters, including avoidance actions; and

j. Providing such other services to the Committee as may be necessary in these Cases.

10. PSZJ will coordinate with Kelley Drye and FTI to avoid duplication of efforts.

**No Adverse Interest and Disclosure of Connections**

11. The Committee believes that PSZJ does not hold or represent any interest that is adverse to the Committee and the Debtors' estates and does not hold or represent any interest adverse to and has no connection with the Committee, the Debtors, its creditors or any party in interest herein in the matters upon which PSZJ is to be retained, except as set forth in the Sandler Declaration.

12. Other than as set forth in the Sandler Declaration, neither PSZJ nor any of its attorneys has any connection with any party in interest, or their attorneys or accountants, in these Cases.

13. Except as provided for in the Sandler Declaration, to the best of the Committee's knowledge, neither PSZJ, nor any of its attorneys, holds or represents any interest adverse to the Committee or the Debtors' estates in the matters on which they are to be retained. The Committee submits that its proposed employment of PSZJ is in the best interests of the Committee and its members.

14. To the best of the Committee's knowledge, and except as disclosed in the Sandler Declaration, PSZJ has had no other prior connection with the Debtors, their creditors, or any other party in interest. Upon information and belief, PSZJ does not hold or represent any

interest adverse to the Debtors' estates, the Committee, or the creditors the Committee represents in the matters upon which it has been and is to be engaged.

15. PSZJ represents creditors' committees in many other bankruptcy cases, the members of which (together with other creditors of such cases) may be creditors of the Debtors or members of the Committee. However, PSZJ will not represent any members of those committees with respect to any claims that they may have collectively or individually against the Debtors.

16. Similarly, PSZJ may represent, or may have represented, debtors, creditors' committees, or trustees in cases or proceedings against creditors of the Debtors that are unrelated to these Cases.

#### **Professional Compensation**

17. Subject to Court approval in accordance with section 330(a) of the Bankruptcy Code and any applicable orders of this Court and the guidelines established by the Office of the United States Trustee, compensation will be payable to PSZJ on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by PSZJ. The current standard hourly rates for professionals and paralegals presently designated to represent the Committee are:

- |     |            |                                 |
|-----|------------|---------------------------------|
| (a) | Partners   | \$845.00 to \$1,695.00 per hour |
| (b) | Counsel    | \$695.00 to \$1,275.00 per hour |
| (c) | Associates | \$695.00 to \$725.00 per hour   |
| (d) | Paralegals | \$425.00 to \$460.00 per hour   |

18. The hourly rates set forth above are subject to periodic adjustments to reflect economic and other conditions. Other attorneys and paralegals may from time to time serve the Committee in connection with the matters described herein.

19. The hourly rates set forth above are PSZJ's standard hourly rates for work of this nature. These rates are set at a level designed to fairly compensate PSZJ for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. It is PSZJ's policy to charge its clients in all areas of practice for all other out-of-pocket expenses incurred in connection with the client's case. The expenses charged to clients include, Court filing fees, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying and scanning charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by PSZJ to outside copying services for use in mass mailings, travel expenses, expenses for working meals, computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. PSZJ will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to PSZJ's other clients. PSZJ believes that it is more appropriate to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

#### **Notice**

20. In accordance with Fed. R. Bankr. P. 2014 and D.N.J. LBR 2014-1, the Committee has served notice of this Application on: (i) the Office of the United States Trustee for the District of New Jersey, One Newark Center, Suite 2100, Newark, NJ 07102 (Attention:



Jeffrey M. Sponder, Esq., Lauren Bielskie, Esq. ; (ii) counsel to the Debtors, Cole Schotz P.C., Court Plaza North, 25 Main Street, Hackensack, NJ (Attention: Michael D. Sirota, Esq., Felice R. Yudkin, Esq., Jacob S. Frumkin, Esq., Matteo W. Percontino, Esq., and Rebecca W. Hollander, Esq.; (iii) counsel for the Debtors' prepetition senior secured lenders, Riemer & Braunstein LLP, Times Square Tower, Suite 2506, Seven Times Square, New York, New York 10036, (Attention Steven E. Fox); (iv) the Office of the United States Attorney for the District of New Jersey; and (vi) all parties that have requested to receive notice pursuant to Bankruptcy Rule 2002. In light of the nature of the relief requested, the Committee respectfully submits that such service constitutes good and sufficient notice under the circumstances and that no further notice is necessary.

**No Prior Request**

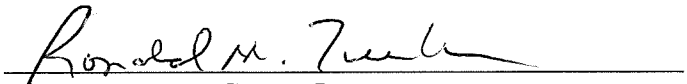
21. No previous application for the relief requested herein has been made to this or any other court.

**CONCLUSION**

**WHEREFORE**, for all the foregoing reasons, the Committee respectfully requests entry of an order substantially in the form attached hereto as Exhibit C, authorizing the Committee to employ and retain PSZJ as counsel, effective as of January 27, 2021 and granting such other and further relief as is just and proper.

Dated: February 22, 2021

**THE OFFICIAL COMMITTEE OF  
CHRISTOPHER & BANKS CORPORATION,  
*et al.***

A handwritten signature in black ink, appearing to read "Ronald M. Tucker", is written over a horizontal line.

Simon Property Group, Inc.

By: Ronald M. Tucker

Solely in its capacity as Chair of the Official Committee of Unsecured Creditors of Christopher & Banks Corporation, *et al.*, and not in any other capacity

**EXHIBIT A**

**Declaration of Bradford J. Sandler**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

Bradford J. Sandler, Esq.

Robert J. Feinstein, Esq.

Paul J. Labov, Esq.

Steven W. Golden, Esq.

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[sgolden@pszjlaw.com](mailto:sgolden@pszjlaw.com)

and

James S. Carr, Esq.

Dana P. Kane, Esq.

**KELLEY DRYE & WARREN LLP**

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Email: [jcarr@kelleydrye.com](mailto:jcarr@kelleydrye.com)  
[dkane@kelleydrye.com](mailto:dkane@kelleydrye.com)

*Proposed Co-Counsel to the Official  
Committee of Unsecured Creditors*

In re:

CHRISTOPHER & BANKS CORPORATION, *et al.*,<sup>1</sup>  
Debtors.

Case No.: 21-10269 (ABA)

Chapter: 11

Judge: Andrew B. Altenburg, Jr.  
Jointly Administered

**DECLARATION OF BRADFORD J. SANDLER IN SUPPORT OF  
APPLICATION FOR ORDER PURSUANT TO 11 U.S.C. §§ 328 AND  
1103, FED. R. BANKR. P. 2014, AND LOCAL BANKRUPTCY RULE 2014-1,  
AUTHORIZING AND APPROVING THE EMPLOYMENT AND RETENTION OF  
PACHULSKI STANG ZIEHL & JONES LLP AS COUNSEL TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS EFFECTIVE AS OF JANUARY 27, 2021**

<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of each Debtor's federal tax identification number, as applicable, are as follows: Christopher & Banks Corporation (5422), Christopher & Banks, Inc. (1237), and Christopher & Banks Company (2506). The Debtors' corporate headquarters is located at 2400 Xenium Lane North, Plymouth, Minnesota 55441.

I, BRADFORD J. SANDLER, declare under penalty of perjury as follows:

1. I am a partner in the firm of Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”), with offices located at 780 Third Avenue, 34th Floor New York, NY 10017, and have been duly admitted to practice law in the state of New Jersey. I am authorized to submit this declaration (the “Declaration”) in support of the *Application for Order Pursuant to 11 U.S.C §§ 328 and 1103, Fed. R. Bankr. P. 2014, and Local Rule 2014-1, Authorizing and Approving the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Effective as of January 27, 2021* (the “Application”).<sup>2</sup>

2. Neither I, the Firm, nor any partner, of counsel, or associate thereof, insofar as I have been able to ascertain, has any connection with the Debtors, their creditors or any other parties in interest herein, their respective attorneys and accountants, the U.S. Trustee, or any person employed in the office of the U.S. Trustee, except as set forth herein.

### **Disclosure of Connections**

3. Section 1103(b) of the Bankruptcy Code does not incorporate the general “disinterestedness” standard of section 327(a) of the Bankruptcy Code. However, Bankruptcy Rule 2014 requires that an application for employment under section 1103 disclose all connections with the Debtors, the estates, the professionals, and the U.S. Trustee. The Firm, therefore, discloses its known connections herein.

4. The Firm has made the following investigation of disinterestedness prior to submitting this Declaration. The Firm has undertaken a full and thorough review of its

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

computer database, which contains the names of clients and other parties interested in particular matters. The Firm requires all of its professionals, before accepting the representation of a new client, or the representation of an existing client in a new matter, to perform a conflicts check through the Firm's database and to enter conflict information regarding new clients or new matters into that database. Thus, a review of said computerized database should reveal any and all actual or potential conflicts of interest with respect to any given representation. In particular, an employee of the Firm, under my supervision, entered the names of creditors and parties in interest provided by the Debtors, attached hereto as **Schedule 1**, in the Firm's database with respect to the Firm's conflict check in these Cases.

5. Based on the results of the Firm's search of its database, it appears that PSZJ does not hold or represent any interest adverse to and has no connection with the Debtors herein, their creditors, the U.S. Trustee or any party in interest herein in the matters upon which PSZJ is to be retained.

6. PSZJ and its attorneys may represent and, in the future, will likely represent creditors and other parties in interest of the Debtors in connection with matters wholly unrelated to the Debtors and these Cases. At this time, the Firm is not aware of any such representations other than as set forth above. If the Firm identifies any further such representations, the Firm shall make further disclosures as may be appropriate at that time.

7. Further, PSZJ represented, represents, and, in the future, will likely represent many committees in matters wholly unrelated to the Debtors and these Cases, whose

members may be creditors and/or Committee members in these Cases. The Firm, however, is not representing any of those entities in these Cases.

8. The Firm has represented, represents, and, in the future, will likely represent debtors, creditors' committees, and other parties in cases unrelated to the Debtors and these Cases wherein one or more of the firms or professionals involved in these cases representing the Debtors or other parties-in-interest serve as or will serve as professionals in those other cases.

9. To the extent applicable, PSZJ is a "disinterested person" as that term is defined in section 101(14) of the Bankruptcy Code in that the Firm, its partners, of counsel, and associates:

- (a) are not creditors, equity security holders or insiders of the Debtors;
- (b) are not and were not, within two (2) years before the Petition Date, a director, officer, or employee of the Debtors; and
- (c) do not have an interest materially adverse to the interests of the Debtors' estate or of any class of creditors or equity security holders, by reason of any direct or indirect relationship to, connection with, or interest in, the Debtors, or for any other reason, except as disclosed herein.

#### **Compensation**

10. The Firm has received no retainer from the Debtors or the Committee, nor has the Firm received any payment or promise of payment, during the one-year period prior to the Petition Date on this engagement. No compensation has been paid or promised to be paid

from a source other than the Debtors' estate in these Cases on this engagement. No promises have been received by the Firm nor by any partners, of counsel, or associates thereof as to compensation in connection with these Cases other than in accordance with the provisions of the Bankruptcy Code. The Firm has no agreement with any other entity to share with such entity any compensation received by the Firm in connection with these Cases, except among the partners, of counsel, and associates of the Firm. Neither the Committee nor its members (or any of their representatives) are or will be liable for fees or costs incurred by the Firm in its representation of the Committee.

11. Subject to Court approval in accordance with section 330(a) of the Bankruptcy Code and any applicable orders of this Court, compensation will be payable to PSZJ on an hourly basis, plus reimbursement of actual, necessary expenses and other charges incurred by PSZJ. The current standard hourly rates for professionals and paralegals presently designated to represent the Committee are:

- |     |            |                                 |
|-----|------------|---------------------------------|
| (a) | Partners   | \$845.00 to \$1,695.00 per hour |
| (b) | Counsel    | \$695.00 to \$1,275.00 per hour |
| (c) | Associates | \$695.00 to \$725.00 per hour   |
| (d) | Paralegals | \$425.00 to \$460.00 per hour   |

12. The hourly rates set forth above are the Firm's standard hourly rates for work of this nature, which are subject to adjustment from time to time. These rates are set at a level designed to fairly compensate the Firm for the work of its attorneys and paralegals and to cover fixed and routine overhead expenses. These rates are subject to periodic adjustments to



reflect economic and other conditions. It is the Firm's policy to charge its clients in all areas of practice for all other out-of-pocket expenses incurred in connection with the client's case. The expenses charged to clients include, Court filing fees, telephone and telecopier toll and other charges, mail and express mail charges, special or hand delivery charges, document retrieval, photocopying and scanning charges, charges for mailing supplies (including, without limitation, envelopes and labels) provided by the Firm to outside copying services for use in mass mailings, travel expenses, expenses for working meals, computerized research, transcription costs, as well as non-ordinary overhead expenses such as secretarial and other overtime. The Firm will charge the Committee for these expenses in a manner and at rates consistent with charges made generally to the Firm's other clients and in accordance with the guidelines set forth in Local Rule 2014-1, and all amendments and supplemental standing orders of the Court. The Firm believes that it is more appropriate to charge these expenses to the clients incurring them than to increase the hourly rates and spread the expenses among all clients.

13. Subject to Court approval, the Committee is also seeking to retain Kelley Drye & Warren LLP and FTI Consulting LLP. PSZJ intends to work closely with all professionals retained by the Committee to ensure that there is no unnecessary duplication of services performed or charged to the Debtors' estate.

**Attorney Statement Pursuant to Fee Guidelines**

14. The following is provided in response to the request for additional information set forth in Paragraph D.1 of the *U.S. Trustee Guidelines for Reviewing Applications for Compensation and Reimbursement of Expenses Filed under 11 U.S.C. § 330 by Attorneys in*

*Larger Chapter 11 Cases* (the “Fee Guidelines”), to the extent such Fee Guidelines apply in these Bankruptcy Cases.

**Question:** Did you agree to any variations from, or alternatives to, your standard or customary billing arrangements for this engagement?

**Response:** No.

**Question:** Do any of the professionals included in this engagement vary their rate based on the geographic location of the bankruptcy case?

**Response:** No.

**Question:** If you represented the client in the 12 months prepetition, disclose your billing rates and material financial terms for the prepetition engagement, including any adjustments during the 12 months prepetition. If your billing rates and material financial terms have changed post-petition, explain the difference and the reasons for the difference.

**Response:** Not applicable.

**Question:** Has your client approved your prospective budget and staffing plan, and, if so, for what budget period?

**Response:** As Committee counsel, PSZ&J and Kelley Drye anticipate that the budget for Committee professionals will be governed by the line item set forth for Committee professionals in any order that may be entered approving the *Motion for Interim and Final Orders (I) Authorizing Use of Cash Collateral and Affording Adequate Protection; (II) Modifying Automatic Stay; (III) Scheduling a Final Hearing; and (IV) Granting Related Relief* [Docket No. 17], subject to any rights that the Committee may have to object if an agreement cannot be reached between the Debtors and the Committee. The Committee and its professionals reserve all rights to seek approval of Committee professional fees.

15. PSZJ intends to make a reasonable effort to comply with the Office of the United States Trustee’s requests for information and additional disclosures as set forth in the Fee Guidelines, to the extent applicable in these Bankruptcy Cases, both in connection with this

Application and in the interim and final fee applications to be filed by PSZJ in these Bankruptcy Cases. As to these Cases and any other case in which PSZJ may be involved, PSZJ reserves all rights regarding the scope, application, and enforceability of the 2013 UST Guidelines.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

Dated: February 24, 2021

/s/ Bradford J. Sandler

Bradford J. Sandler

**Schedule 1**

Entity List

**Debtors**

Christopher & Banks Corporation  
Christopher & Banks, Inc.  
Christopher & Banks Company

**Equity Holders of 5% or More**

Jonathan Duskin  
Macellum Retail Opportunity Fund, L.P.  
Cleveland Capital, L.P.

**Current and Former (Last Three Years) Officers and Directors**

Jonathan Duskin  
Seth Johnson  
Kent Kleeberger (Chair)  
William F. Sharpe, III  
Allison M. Wing  
Keri Jones  
Richard Bundy  
Rachel Endrizzi  
Andrea Kellick  
Carmen Wamre

**Debtors' Proposed Professionals**

B. Riley Securities, Inc. f/k/a B. Riley FBR, Inc.  
Berkeley Research Group LLC  
Cole Schotz P.C.  
Dorsey & Whitney LLP  
Omni Agent Solutions

**Secured Creditors**

Wells Fargo Bank, N.A.  
ALCC, LLC  
ReStore Capital, LLC

**20 Largest Unsecured Creditors**

Cache Valley Bank  
Kostroma/Jiaxing Mengdi I.E Co.  
Presslink Limited  
Blueprint Clothing Corp.  
Simon Property Group LP  
Salesforce.Com Inc  
Kostroma/Hangzhou Jiayi Garment Co. Ltd.  
GGP Limited Partnership  
Letys Fashion Design Inc.  
Kostroma/Jiangsu Guotai Huasheng Industrial Co. Ltd.  
King Ah Knitting Factory

Tanger Properties Limited Partnership  
Fed Ex  
Premium Outlet Partners LP  
Kostroma/Guotai Huasheng HK  
Kostroma/High Hope International Group Newest Appl Corp. Ltd.  
C O International Inc.  
BPR-FF LLC  
CBL & Associates Limited Partnership  
Pm&J Llc/Wuxi Jinmao Co.

**United States Bankruptcy Court Judges  
for the District of New Jersey**

Judge Kathryn C. Ferguson, Chief Judge  
Judge Rosemary Gambardella  
Judge Michael B. Kaplan  
Judge Christine M. Gravelle  
Judge Andrew B. Altenburg, Jr.  
Judge Vincent F. Papalia  
Judge John K. Sherwood  
Judge Jerrold N. Poslusny, Jr.  
Judge Stacey L. Meisel

**US Trustee's Office – Region 3 – District of New Jersey**

Andrew Vara  
Martha Hildebrandt  
Adela Alfaro  
Michael W. Aponte  
Kirsten K. Ardelean  
Francyne D. Arendas  
Michael Artis  
Lauren Bielskie  
Peter J. D'Auria  
David Gerardi  
Ivette Gerhard  
Rosemarie Giles  
Tia Green  
Mitchell B. Hausman  
Joseph C. Kern  
Daniel C. Kropiewnicki  
Maggie McGee  
Tina L. Oppelt  
Robert J. Schneider, Jr.  
Jeffrey Sponder  
Fran B. Steele  
James Stives  
Benjamin Teich

William J. Ziemer

**Landlords**

CBL & Associates Mgmt., Inc. (LNA)  
Kirkwood Mall (ND)  
Simon Property Group, Inc. (LNA)  
Fox River Mall (LNA)  
Fox River Mall  
Watson Development LLC  
Namdar Realty Group  
Glimcher Property LP (LNA)  
Montclair Center, LLC (LNA)  
Urban Retail Properties, LLC (LNA)  
Central Mall (KS)  
Animas Valley Mall (LNA)  
ACF Property Management, Inc.  
West Park Mall (MO)  
LNR Partners, LLC (LNA)  
Layton Ills Mall CMBS, LLC  
Greystone Servicing Company LLC  
CBRE, Inc., (WV)  
The Woodmont Company  
The CAFARO Company (LNA)  
Lansing Mall (LNA)  
Lansing Mall, LLC (MI)  
Hill Partners, Inc.  
Otshan Properties  
Judd Road Group, LLC (LNA)  
MFC Beaver creek, LLC  
G&I VI Promenade, LLC  
PPG Shadow Lake Real Estate LLC  
PREP Property Group  
Aspen GRF2, LLC  
West Acres Development LLP  
Fox River Mall (LNA)  
Fox River Mall  
Montclair Center, LLC (LNA)  
RPAI Holdco Management LLC  
CBRE, Inc. (CO)  
CBRE Denver Retail  
DDR Aspen Grove Lifestyle Center Properties, LLC  
Developers Diversified (LNA1)  
Simon Property Group, Inc. – Premium Outlets (LNA)  
Legacy Asset Management, LLC  
The Legends Outlet  
Tanger Properties LP (LNA)

Tanger Management, LLC  
Tanger Branson LLC  
Craig Realty Group (LNA)  
Fortress Investment Group LLC (LNA)  
Retail Realestate Consultants  
NorthMarq Real Estate Services  
Singerman Real Estate, LLC  
Avison Young – Atlanta, LLC  
COROC/Myrtle Beach LLC  
AYA Management Services, LLC  
R.K. Getty Corporation  
Horizon Group Properties, L.P.  
Rockvale Vehicles, LLC  
Ed & Ed T. Enterprises, LLC (LNA)  
The John P. Hicks Law Firm  
Northwest Asset Management  
Hartman Simon & Wood LLP  
Pigeon River Crossing, LLC  
Essex Outlets  
Fashion Outlets of Niagara (NY)  
Macerich Property Management Company (LNA)  
BTCI Limited Partnership  
ADCO Outlets LLC  
Avison Young – Atlanta, LLC  
Lawrence S. Rigie  
OVP Management, Inc.  
OVP Manaegment, Inc.  
David G. McDonough, Esq.  
NED New England Development  
Goulston & Storrs, PC  
Levin Management Corporation  
Chiesa Shahinian & Giantomasi PC  
The Lightstone Group (LNA)  
St. Augustine Outlets (FL)  
Natixis Real Estate Capital LLC  
Seaside Factory Outlet Center (OR)  
Pyramid Management LLC (LNA)  
Wind Creek Bethlehem Retail, LLC  
Singerman Real Estate LLC  
M.S. Management Associates, Inc.  
U.S. Properties Group, Inc.  
Socora Village Company  
MD Management, Inc.  
Cole Real Estate Investments  
Lakeport Road Investors LLC  
RH Johnson Company



Chillicothe Mall, Inc.  
Eden Prairie Center (MN)  
RockStep Capital  
S VAPII Stones River (LNA)  
RockStep Janesville, LLC  
Greece Ridge, LLC (LNA)  
Valley River Center  
Village Mall Shopping Center (IL)  
Tabani Group  
Eastview Mall, LLC  
CoolSprings Mall \*(TN)  
Namco Realty LLC  
Stonemar Management LLC  
Northpark Mall (IA)  
Richland Mall Holdings, LLC  
Richland Mall (OH)  
Kana Realty Corporation (LL)  
General Growth Properties (LNA2)  
Glenbrook Square Mall  
NADG/SG Riverdale Village LP  
NADG/SG Riverdale Village LP (LNA-1)  
Northtown Mall (WA)  
Gart Companies, Inc.  
Berenbaum Weinshienk PC  
Zamias Services  
Jemal's Boulevard LLC  
Tanurb Developments, Inc.  
Transwestern (MN)  
Fabyanske, Westra, Hart & Thomson PA  
Clackamas Town Center (OR)  
Bellis Fair Mall Bellis Fair (WA)  
Spokane Valley Mall (WA)  
Columbia Mall (MO)  
Pine Tree Commercial Realty LLC  
Birchwood Mall (LNA)  
Birchwood Mall LLC (MI)  
SouthPark Mall (IL)  
Westwood Mall (LNA)  
Westwood Mall LLC (MI)  
Daspin & Aument LLP  
Logan Valley Mall (PA)  
Commercial Ventures Inc.  
GK Development, Inc. (LMA2)  
Mall St. Matthews  
Mall of St. Matthews Sales  
Prescott Gateway Mall Realty Holding, LLC

Prescott Gateway Mall  
Mt. Shasta Mall (LNA)  
Mt. Shasta Mall (CA)  
Brixmor Property Group, Inc. (Corp.)  
Brixmor Property group (LNA) (CA)  
Charter Realty Management Corp.  
The Prudential Insurance Company of America  
Port Charlotte Town Center  
Lexington Realty International  
Grand Teton Mall (LNA)  
Fayette Mall (KY)  
Cranberry Mall Properties LLC (LNA)  
Cary Towne Center  
Tumbridge Equities  
RSS WFRB 2011C3-NY OM LLC  
Spinoso Real Estate Group LLC  
Oakdale Mall (NY)  
Mountain Development Corp.  
Eastern Hills Mall (NY)  
Adar Johnstown LLC  
Key Bank Real Estate Capital  
River Hills Mall (MN)  
Village at Jordan Creek (IA)  
Woodbury Corporation  
Goodale & Barbieri Company  
Wadsworth Development Group  
Skyway Regional Shopping Center, LLC (LNA)  
Kohan Retail Investment Group  
Nittany Nassim LLC  
Rivertown Crossing  
RiverTown Crossings (MI)  
ERSHIG Properties  
Mercer Mall (WV)  
LaRayne Morvig  
Watertown Mall (SD)  
Broad Reach Retail Partners LLC  
Lloyd Companies  
Centennial real Estate Management LLC  
Vancouver Mall (WA)  
Bayer Properties LLC  
The Pinnacle at Turkey Creek (TN)  
Kitsap Mall (WA)  
Mid Rivers Mall (MO)  
Bay City Mall (MI)  
University Mall (IL)  
Park City Center (PA)

Kalamazoo Mall (LNA)  
The Crossroads (MI)  
Greenwood Mall (LNA)  
Greenwood Mall (KY)  
Obsidian XV, LLC  
NAI Optimum  
Clearview Mall Capital Holding LLC  
Security National Master Manager LLC  
Coral Ridge Mall  
Lamotta Properties  
AZZ Real Estate Inc.  
BI Jamestown LLC  
Radiant Partners LLC  
Mall of Abilene (TX)  
WS Asset Management Inc.  
Pinnacle Hills Promenade (LNA)  
Pinnacle Hills Promenade (AR)  
Tarragon Property Services LLC  
Investco Financial Corporation  
Brixton Capital (LNA)  
Satterfield Helm Management, Inc.  
Stiles Property Management  
Time Equities, Inc.  
College Square TEI Equities, LLC  
Northgate Mall (TN)  
Valley Mall (VA)  
NAMCO Realty LLC  
Eastridge Mall (WY) L.L.C. (LNA)  
Grand Traverse Mall (LNA)  
Brookfield Properties (R) LLC  
ShopCore Properties  
Excel Trust LP (LNA-1)  
Liberty University  
River Ridge Mall (VA)  
Magic Valley Mall (ID)  
Washington Park Mall  
Hamilton TC, LLC (LNA)  
Midland Mall (MI)  
Midland Mall Realty Holding LLC  
The Arboretum (IL)  
Core Commercial, Inc.  
Carson Development, Inc.  
Elkhart Holdings, LLC  
Superstition Springs Center (AZ)  
Durango Mall (CO)  
Rathbun Properties

Arrowhead Towne Center (AZ)  
Capital Real Estate Services LLC  
Poag Shopping Centers LLC  
The Shops at Perry Crossing (IN)  
Rockstep Christiansburg LLC  
New River Valley Mall (VA)  
Salem Center  
Rialto Capital Advisors LLC  
Marquis Aurbach Coffing  
Pinnacle North IV, LLC  
Aldenwood Mall (WA)  
Wldenwood Mall  
Real Estate Development and Investment Company (REDICO)  
Property Managers, LLC  
Washington Prime Management Associates LLC  
Eastland Mall (IL)  
Southgate Mall (MT)  
KRE Colonie Owner LLC  
Colonie Center  
Garden City Plaza LLC  
Arnot Mall (NY)  
Sayles & Evans  
Chase Properties Ltd.  
GJ Realty  
BEK Developers LLC  
Chase Properties Ltd.  
Washington Square LP  
Washington Square Limited Partnership (LNA)  
CBRE, Inc. (MN)  
Beaver Valley Mall (PA)  
DP Management LLC  
Monument Mall (NE)  
Midwest Holdings LLC  
Winona Mall LLC  
Dial Escanaba Mall 1, LP  
Pueblo Mall (CO)  
Renaissance Partners I, LLC (LNA)  
Midland Management LLC  
Rotterdam Square (NY)  
U.S. Retail Partners LLC (LNA)  
The Hutensky Group LLC (LNA)  
USPG Portfolio Two, LLC  
Sooner Fashion Mall (LNA)  
Stroud Mall  
Pine Ridge Mall JC, LLC (LNA)  
Towne Mall Center

KeyPoint Partners  
Rural King Realty LLC  
Sawnee Mall (OK)  
StreetMac LLC  
Timm & Garfinkel LLC  
Trigild IVL, LLC (Receiver)  
M&J Wilkow  
The Davis Companies  
Streets of Cranberry  
Dubois Mall  
Volusia Mall (FL)  
Quail Springs Mall (LNA)  
Colonial Properties Trust (LNA)  
Fashion Place (UT)  
West Lakes P&S LLC (LNA)  
Belden Village Mall (OH)  
PREIT Services, LLC (LNA-2)  
Valley Mall (MD)  
Valley Mall (WI)  
Yorktown Center (IL)  
YTC Mall Owners, LLC (LNA)  
Boise Towne Square (ID)  
Northfield Square Mall (IL)  
St. Clair Square  
McKinley Mall (NY)  
Branson Landing  
HCW Private Development, LLC  
York Galleria (PA)  
Gateway Mall (NE)  
Meyers, Roman, Friedberg & Lewis  
Dakota Square Mall  
Apache Mall  
Crossroads Center (MN)  
Quincy-Cullinan, LLC (LNA)  
SM Eastland Mall, LLC  
Oakwood Mall  
Honey Creek Investment, LLC (LNA)  
Honey Creek Investments, LLC  
W-PT Metro Center Owner VIII, LLC  
South Towne Management, LLC (UT)  
Great Northern Mall (NY)  
Kandi Mall (MN)  
Foothills Mall Equities LLC  
Jeffrey R. Anderson Real Estate, Inc.  
Dinsmore & Shohi LLP  
Rogue Valley Mall

Denny Elwell Company LC  
Ramco Gershenson Inc.  
Cushman & Wakefield U.S. Inc. (LNA)  
RC Muir Management LLC  
Marketplace Associates, LLC  
PR Capital City LP (LNA)  
1125 East Johnson LLC  
Conway MacKenzie  
Dykema Gosset PLLC  
DLC Mgmt Corporation  
RPT Realty L.P.  
Old Vine Management Group, Inc.  
Streets of Tanasbourne, LLC  
RREEF Management Company (LNA)  
Westland Mall Realty LLC  
East Towne Mall (WI)  
Rockstep Hutchinson, LLC  
Crain. Caton & James  
Chase Enterprises

**Utilities**

Montana-Dakota Utilities  
Wisconsin Public Service  
Alliant Energy WPL  
Alliant Energy IPL  
MidAmerican Energy Company  
Omaha Public Power District  
Metropolitan Utilities District  
WE Energies  
Kentucky Power Company  
Columbia Gas of Kentucky  
Shenandoah Valley Electric Cooperative  
Washington Gas  
Duke Energy  
Eversource  
Ameren Missouri  
Rocky Mountain Power  
North Indiana Public Service Company  
Indiana Michigan Power  
Vectren Energy Delivery  
Jackson Purchase Energy Corporation  
Consumers Energy  
Toledo Edison  
Direct Energy Business  
Columbia Gas of Ohio  
National Grid

Dayton Power and Light  
City of Loveland, CO  
Xcel Energy  
Black Hills Energy  
Spire Energy  
Cass County Electric Cooperative  
Wright-Hennepin Cooperative Electric  
Centerpoint Energy  
Penn Power  
Liberty Utilities - Empire District  
Empire District Electric Co.  
East Central Energy  
Minnesota Energy Resources Corporation  
OG&E  
Oklahoma Natural Gas Company  
TIP Rural Electric Cooperative  
Ameren Illinois  
Tanner Electric Cooperative  
Middle Tennessee Electric Membership Corp.  
Santee Cooper  
Pacific Power  
City of Centralia, WA  
Puget Sound Energy  
Lorain-Medina Rural Electric Cooperative Inc.  
Steele Waseca Cooperative Electric  
DTE Energy  
Liberty Utilities - New Hampshire  
NYSEG  
PPL Electric Utilities  
UGI South  
Portland General Electric  
NW Natural Gas  
Shelby Energy Coop  
LG&E  
Cascade Natural Gas  
Arizona Public Service Electric  
Sevier County Electric System  
Green Mountain Power Corporation  
Vermont Gas Systems  
Town of Smithfield, NC  
Florida Power and Light Company  
Central Maine Power Co.  
Eastern Propane & Oil  
New Hampshire Electric Co-op  
Dominion Energy North Carolina  
Eversource

Dominion Energy Virginia  
Virginia Natural Gas  
Entergy  
Centerpoint Energy  
Sevier County Utility District  
Jackson EMC  
TXU Energy  
Atmos Energy  
Delmarva Power  
Sandpiper Energy Inc.  
North Georgia EMC  
Scana Energy  
Lehi City, UT (Lehi City Corporation)  
Dominion Energy  
Gaffney Board of Public Works  
Intermountain Rural Electric Association  
UGI North (UGI Penn Natural Gas Inc.)  
Evergy  
Kansas Gas Service  
American Electric Power  
Appalachian Power  
Benton PUD  
Grand Rapids Public  
Utilities Commission  
Avista Utilities  
The Illuminating Company  
Northern Electric Cooperative  
NorthWestern Energy  
Eugene Water & Electric Board  
RG&E  
Nashville Electric Service  
Piedmont Natural Gas  
Ohio Edison  
Connexus Energy  
City of Fort Collins, CO  
National Fuel  
West Penn Power  
Semco Energy  
Lincoln Electric System  
Polaris Energy Services  
Suburban Natural Gas Company  
Energy West - Montana  
Sacramento Municipal Utility District (SMUD)  
PG&E  
KU a PPL company  
BGE



Dominion Energy Ohio  
Columbia Gas of Pennsylvania  
MonPower  
Dominion Energy West Virginia  
Flathead Electric Co-Op  
Penelec  
Cardinal Natural Gas  
Otter Tail Power Company  
Watertown Municipal Utilities Department (SD)  
City of Concord, NC  
Sioux Valley Energy  
Clark Public Utilities (WA)  
Lenoir City Utilities Board  
Knoxville Utilities Board (KUB)  
ComEd  
City of Naperville, IL  
Nicor Gas  
Memphis Light Gas and Water  
Dead River Company  
Carroll Electric Cooperative  
Douglas County PUD  
Provo City Utilities (UT)  
City of St. George, UT  
Dominion Energy South Carolina  
EPB Electric Power  
Harrisonburg Electric Commission  
Columbia Gas of Virginia  
Madison Gas and Electric  
Idaho Power  
Intermountain Gas Company  
Public Service Company of Oklahoma  
La Plata Electric Association Inc.  
Bristol Tennessee Essential Services  
Snohomish County PUD  
The Energy Cooperative OH  
Brightridge  
Southern Pioneer Electric Company  
Northeast Ohio Natural Gas  
City of Detroit Lakes, MN  
Dakota Electric Association  
Duquesne Light Company Payment Processing Center 10  
City of Duluth Comfort Systems MN

Brainerd Public Utilities (MN)  
Nebraska Public Power District  
Hutchinson Utilities Commission  
Marshall Municipal Utilities MN  
Marshfield Utilities  
City of Petoskey, MI  
Lansing Board of Water & Light  
Loup Power District  
Richmond Power & Light  
KU a PPL company  
Potomac Edison  
Met-Ed  
Verendrye Electric Cooperative  
Kenergy Corporation  
Midwest Energy Inc.  
City of Maryville Utilities  
AT&T Mobility  
CDW Direct LLC  
Verizon  
Verizon Wireless  
A-1 Sanitation & Recycling  
Abe's Trash Service Inc.  
Ace Solid Waste Inc.  
Advanced Disposal Services  
Allstate Service Group  
Area Disposal Service Inc.  
Art's Garbage Service  
Aspen Waste Systems Inc.  
B and B Sanitation  
Beltrami County Solid Waste  
Bliss Environmental Services Inc.  
Brask Enterprises Inc.  
Burgmeier's Hauling Inc.  
Chitty Garbage Service Inc.  
City of Bristol, TN  
City of Daytona Beach, FL  
City of Garden City, NY  
City of Helena, MT  
City of Scottsbluff, NE  
Complete Solutions Sourcing Inc.  
Corporate Services Consultants LLC  
Cox Sanitation & Recycling Inc.  
Deep Green Waste and Recycling LLC  
Delta Disposal  
Virginia Department of Public Utilities (MN)  
Disposal Management Services Inc.

E L Harvey & Sons Inc.  
East Coast Rubbish Removal  
Envirotech Waste Services  
Epax Systems Inc.  
Feher Rubbish Removal Inc.  
GFL Environmental  
Green Waste Mall Services  
Holt & Sons Sanitation  
Howard's Disposal Inc.  
Howie's Trash Service  
Ideal Refuse Removal  
IEM Inc.  
Jamestown Water Dept.  
Keter Environmental Services Inc.  
Malcom Enterprises Inc.  
Metro Waste Services Co.  
Mid-Nebraska Disposal  
Moorhead Public Service (MN)  
Fountain Hills Sanitation District  
Olympic IV Mall Services  
Pellitteri Waste Systems  
Precision Waste Solutions LLC  
Quality Waste  
Ray's Refuse Service  
Republic Services  
Rumpke  
RWS Facility Services  
Sanitation Service Inc.  
Schaben Sanitation  
St. Clair Services Inc.  
Stewart Sanitation  
Stone Sanitation  
Sustainable Solutions Group LLC  
The Great American Disposal Company  
The William Thomas Group Inc.  
The O'Keefe Group ("TOG") West  
U & I Sanitation Service  
Uribe Refuse Services Inc.  
Waste Connections of KS Inc.  
Waste Connections of NE Inc.  
Waste Connections of PA  
Waste Industries  
Waste Management  
WCA Waste Systems Inc.  
West Central Sanitation Inc.  
Alexandria Light and Power (MN)

Altoona Water Authority  
Ames Municipal Utilities (IA)  
Aqua Illinois  
Aqua Ohio Inc.  
Aqua Pennsylvania Inc.  
Ashwaubenon Water & Sewer  
Auburn Water District - ME  
Bangor Water District - ME  
Bay County Dept. of Water & Sewer (MI)  
Belmont County Sanitary  
Big Flats Water Dept. (NY)  
Blackman Charter Township  
Bradley Public Service District (WV)  
Brodhead Creek Regulatory Authority  
Carbondale Water & Sewer (IL)  
Caseyville Township Sewer  
Center Township Water Authority (PA)  
Charlotte County Utilities  
City of Adrian, MI  
City of Alton, IL  
City of Apple Valley, MN  
City of Baxter, MN  
City of Bloomington, MO  
City of Bridgeport, WV  
City of Brookfield, WI  
City of Cape Girardeau, MO  
City of Columbia, SC  
City of Columbus Water  
City of Decorah, IA  
City of Derby, KS Utilities  
City of Devils Lake, ND  
City of Dubuque, IA  
City of Effingham, IL  
City of Fargo, ND Utilities  
City of Fond du Lac, WI  
City of Hays, KS  
City of Hermitage, PA  
City of Idaho Falls, ID  
City of Janesville, WI  
City of Kearney Util. Dept.  
City of Kennewick, WA  
City of Kokomo, IN Wastewater Utility  
City of Lancaster, PA  
City of Lancaster Water  
City of Liberal, KS  
City of Lima Utilities (OH)

City of Logan, UT  
City of Lynnwood, WA  
City of Mattoon, IL  
City of Moscow, ID  
City of Nampa, ID  
City of Niles, OH  
City of Norfolk, NE  
City of North Canton, OH  
City of Oak Park Heights, MN  
City of Oshkosh, WI  
City of Peru, IL  
City of Pierre, SD  
City of Plymouth  
City of Puyallup Utilities (WA)  
City of Quincy, IL  
City of Sterling, IL  
City of Terre Haute Sewer (OK)  
City of Vienna, WV  
City of Westminster, MD  
City of Yankton, SD  
City Treasurer of Madison, WI  
City Utilities of Springfield, MO  
College Township Water Authority (PA)  
Connecticut Water Co  
Council Bluffs Water Works  
Delta Charter Township Water  
Edinburgh Municipal Utilities  
Elizabethtown Gas (KY)  
Elizabethtown Water & Gas (KY)  
Erie County Sewer & Water  
Erie Water Works  
Forest Hills Municipal  
Fort Dodge Water Dept. (IA)  
Fruitland Mutual Water Co.  
Grand Island Utilities  
Greater Augusta Utility District  
Green Bay Water Utility  
Green Oak Charter  
Green Valley Glenwood PSD  
Greene Township Municipal  
Guilford Water Authority  
Hermitage Sewer  
Highland Sewer & Water Authority  
Hixson Utility District  
Hampton Roads Sanitation District  
Hummels Wharf Municipal Authority (PA)

Illinois American Water  
Indiana American Water  
Jackson Water Collection  
Jamestown City Treasurer  
Johnson City Municipal Services  
Johnson City Utility System  
Kansas City Board of Public Utilities  
Kentucky American Water  
Lake County Dept. of Utilities  
Lycoming County Water and Sewer Authority  
Lexington-Fayette Urban County Government  
Louisville Water Company  
Marshalltown Water Works  
Maryland American water  
Mishawaka Utilities (IN)  
Muncie Sanitary District  
Municipal Authority of Westmoreland County  
Municipal Light & Water (North Platte, NE)  
Newport News Waterworks  
North Coventry Municipal  
North Coventry Water Authority  
O'Fallon Water & Sewer Department  
Paducah Water Works  
Palmetto Utilities Inc.  
Pea Ridge Public Service Dist.  
Pennsylvania American Water  
Public Works & Utilities (Wichita, KS)  
Rice Lake Utilities (WI)  
Richmond Sanitary District  
Roats Water System Inc.  
Saginaw Charter Township Expense  
Shelby Township Dept. of Public Works  
Spencer Municipal Utilities (IA)  
Stroud Township SWR Authority  
Suez Water Delaware  
Town of Big Flats Code Enforcement  
Trumbull County Water and Sewer  
Utility Billing Services  
Utility Recovery Systems Inc.  
Village of Birch Run  
Village of Radley  
Village of Forsyth, IL  
Village of Germantown, WI  
Village of Lombard, IL  
Village of Plover, WI  
Waterloo Water Works

Wausau Water Works  
West Virginia American Water  
Willmar Municipal Utilities (MN)  
Wooster City Services (MI)  
Youngstown Water Dept. (OH)  
CenturyLink  
Intrado Enterprise Collaboration Inc.  
Premiere Global Services  
West Unified Communications Services Inc.  
Comm Works LLC  
Granite Telecommunications LLC  
AT&T  
Netfortris  
Comcast  
Georgia Natural Gas  
Sawnee Electric Membership  
Blue Ridge Electric Membership Corp.  
Georgia Power Company  
Mufreesboro Electric Dept. (TN)  
Pacific Gas and Electric  
Yankee Gas Services Co.  
Energyworks Lancaster LLC  
Liberty Utilities  
City of Dover, DE  
City of Garden City, MO  
Suburban Propane  
Citizens Gas Fuel Company  
Irving Energy

**Cash Management Banks**

Wells Fargo  
JPMorgan Chase  
Sunflower Bank  
US Bank  
KeyBank  
Fifth Third Bank  
United Bank  
Regions Bank  
PNC Bank  
Branson Bank  
First Financial Bank  
Bank of Wisconsin Dells  
Neighborhood National Bank  
All America Bank (Formerly with Arvest)  
TNB Bank  
Wilson Bank & Trust

The Huntington National Bank  
Badger Bank  
First State Bank of Red Wing  
Northway Bank  
Five Star Bank  
Commonwealth Bank & Trust Company  
Glens Falls National Bank and Trust Company  
Flagstar Bank  
NBT Bank  
Citizens Bank  
Arvest  
BBT Bank  
South State Bank  
Pinnacle Bank  
Commerce Bank  
Bank of America  
City National Bank  
BMO Harris Bank  
First National Bank & Trust  
CIBM Bank  
Hometown National Bank  
M&T Bank  
Orrstown Bank (formerly First Community Bank)  
Webster Bank  
Commercial Savings Bank  
F&M Bank & Trust  
First National Bank  
Wes Banco Inc.  
Midland States Bank  
Bank of the West  
Hawthorn Bank  
Chemung Canal Trust Company  
Equity Bank  
Trustco Bank  
People's United Bank  
Citizens National Bank  
First Bankers Trust Company  
Park National Bank  
CenterState Bank  
Coreplus Credit Union  
First Horizon Bank

**Employee Benefit Providers**

ADP, LLC  
Wells Fargo  
Mercer Health & Benefits LLC



BenefitFocus.com, Inc.  
Blue Cross Blue Shield of Minnesota  
MDX Medical, Inc. (d.b.a. Sapphire Digital)  
Delta Dental of Minnesota  
Vision Service Plan (VSP)  
DRT Benefits Corp. dba 121 Benefits  
Standard Insurance Company  
Metropolitan Life Insurance Company  
Crum & Forster – The North River Insurance Company (United States Fire Insurance Company)  
Liberty Mutual Insurance Company  
Sentry Insurance Company  
Chubb Insurance  
Travelers Insurance Company  
Ohio Bureau of Workers' Compensation  
North Dakota Workforce Safety & Insurance  
State of Wyoming Department of Workforce Services, Division of Workers' Compensation  
Washington State Department of Labor and Industries  
MetLife Group Legal Plan  
Fidelity Management Trust Company  
Mercer Investment Consulting, Inc.  
Meyer Hoffman McCann  
CBIZ

**Customer Programs/Payment Processors**

Comenity Bank f/k/a World Financial Network Bank  
Paypal, Inc.  
WorldPay, LLC f/k/a Vantiv, LLC  
Fifth Third Bank

**Other General Unsecured Creditors and Parties-in-Interest**

Automotive Rentals, Inc.  
ARI Fleet LT  
Avalera, Inc.  
Enterprise FM Trust  
Enterprise Fleet Management, Inc.  
ExxonMobil  
Nissan North America, Inc.  
WEX BANK Company  
Comenity Bank f/k/a World Financial Network Bank  
Comenity LLC  
Paypal, Inc.  
WorldPay, LLC f/k/a Vantive, LLC  
Fifth Third Bank

**Insurance Carriers**

Affiliated FM Insurance Company

Endurance Risk Solutions Assurance Co.  
CNA / Continental Casualty Company  
XL Specialty Insurance Company  
Beazley Group / Syndicate 2623/623 at Lloyd's  
AIG Specialty Insurance Company  
Liberty Mutual Insurance/Ohio Casualty Insurance Company  
CNA Commercial Insurance a/k/a The Continental Insurance Company  
North River Insurance Company United States Fire Insurance Company  
AXIS Insurance Company  
U.S. Specialty Insurance Company (Tobio Marine HCC)  
Travelers Property Casualty Co. / The Travelers Indemnity Company  
Willis Towners Watson Midwest, Inc.  
AFCO Credit Corporation  
International Fidelity Insurance Company a/k/a IFIC  
Harco National Insurance Company  
Allegheny Casualty Company  
CNA Paramount

**EXHIBIT B**

**Declaration of Committee Chair**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

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Paul J. Labov, Esq.

Steven W. Golden, Esq.

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*Proposed Co-Counsel to the Official  
Committee of Unsecured Creditors*

In re:

CHRISTOPHER & BANKS CORPORATION, *et al.*,<sup>1</sup>  
Debtors.

Case No.: 21-10269 (ABA)

Chapter: 11

Judge: Andrew B. Altenburg, Jr.  
Jointly Administered

**DECLARATION OF COMMITTEE CHAIR IN SUPPORT OF  
APPLICATION FOR ORDER PURSUANT TO 11 U.S.C. §§ 328 AND  
1103, FED. R. BANKR. P. 2014, AND LOCAL BANKRUPTCY RULE 2014-1,  
AUTHORIZING AND APPROVING THE EMPLOYMENT AND RETENTION OF  
PACHULSKI STANG ZIEHL & JONES LLP AS COUNSEL TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS EFFECTIVE AS OF JANUARY 27, 2021**

<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of each Debtor's federal tax identification number, as applicable, are as follows: Christopher & Banks Corporation (5422), Christopher & Banks, Inc. (1237), and Christopher & Banks Company (2506). The Debtors' corporate headquarters is located at 2400 Xenium Lane North, Plymouth, Minnesota 55441.

Ronald Tucker declares under penalty of perjury as follows:

1. I, Ronald Tucker, am Vice President/Bankruptcy Counsel of Simon Property Group, Inc. (“Simon”). Simon was elected Chair of the Official Committee of Unsecured Creditors (the “Committee”) appointed in the bankruptcy cases (the “Cases”) of Christopher & Banks Corporation, *et al.* (collectively the “Debtors”). I am an authorized representative of Simon and am authorized to submit this declaration (the “Declaration”) on behalf of the Committee in support of the *Application for Order Pursuant to 11 U.S.C §§ 328 and 1103, Fed. R. Bankr. P. 2014, and Local Rule 2014-1, Authorizing and Approving the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Effective as of January 27, 2021* (the “Application”) on behalf of the Committee.<sup>2</sup>

**The Committee’s Selection of PSZ&J as Counsel**

2. Pachulski Stang Ziehl & Jones LLP (“PSZJ” or the “Firm”) is proposed to serve as counsel to the Committee. The Committee recognizes that a review process is necessary in managing counsel to ensure that bankruptcy professionals are subject to the same scrutiny and accountability as professionals in non-bankruptcy engagements. The review process utilized by the Committee here assessed potential committee counsel based on their expertise in the relevant legal issues and in similar proceedings.

3. On January 26, 2021, the Office of the United States Trustee appointed the Committee pursuant to section 1102 of the Bankruptcy Code. The Committee consists of the

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

following seven (7) members: (i) Brookfield Properties Retail, Inc.; (ii) Blueprint Clothing Corp.; (iii) Federal Express Corporate Services, Inc.; (iv) Hangzhou Jiayi Garment Co., Ltd; (v) JiaXing Mengdi Import and Export Co., Ltd.; (vi) Simon Property Group, Inc.; and (vii) Washington Prime Group Inc. *See Notice of Appointment of Official Committee of Unsecured Creditors* [Docket No. 118].

4. The Committee will work with PSZJ and Kelley Drye to minimize the duplication of the legal services provided to the Committee by each firm and meet the scope of the services for which each firm is retained to provide.

5. On January 27, 2021, the Committee voted to retain PSZJ as its lead counsel along with Kelley Drye & Warren LLP (“Kelley Drye”) as its New Jersey counsel, subject to Court approval. The Committee is advised that PSZJ and Kelley Drye will work closely together in providing services to the Committee, and will make every effort not to duplicate services for the Committee. In addition to PSZJ and Kelley Drye, the Committee considered several other law firms as counsel. The Committee believes that PSZJ’s and Kelley Drye’s extensive experience in corporate reorganizations, both out-of-court and under chapter 11 of the Bankruptcy Code, makes them well qualified to represent the Committee in these Cases in an efficient and timely manner. Thus, the Committee decided to retain PSZJ and Kelley Drye as the Committee’s counsel during these chapter 11 cases.

#### **Rate Structure**

6. In my capacity as Chair and authorized representative of the Committee, I am responsible, along with the other committee members, for supervising counsel. PSZJ has

informed the Committee that its rates are consistent between bankruptcy representations, including related transactional and litigation services. PSZJ has informed the Committee that its current hourly rates apply to non-bankruptcy services, if any, provided by the Firm, unless a contingent fee, mixed contingent fee, flat fee, or blended rate arrangement is agreed upon. The Committee has been informed that the Firm does not have different billing rates and terms for non-bankruptcy engagements.

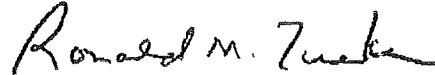
### **Cost Supervision**

7. The Committee will approve any prospective budget and staffing plan that may be filed by PSZJ prior to it being filed, recognizing that, in the course of a large chapter 11 case like these Cases, it is possible that there may be a number of unforeseen fees and expenses that will need to be addressed by the Committee and PSZJ. The members of the Committee further recognize that it is their responsibility to closely monitor the billing practices of their counsel to ensure the fees and expenses paid by the estates remain consistent with the Committee's expectations and the exigencies of the Cases. The Committee will continue to review the invoices that PSZJ regularly submits.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct to the best of my knowledge and belief.

Dated: February 22, 2021

**THE OFFICIAL COMMITTEE OF  
CHRISTOPHER & BANKS CORPORATION,  
*et al.***



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Simon Property Group, Inc.  
By: Ronald M. Tucker

Solely in its capacity as Chair of the Official  
Committee of Unsecured Creditors of Christopher  
& Banks Corporation, *et al.*, and not in any other  
capacity



**EXHIBIT C**

**Proposed Order**

UNITED STATES BANKRUPTCY COURT  
DISTRICT OF NEW JERSEY

Caption in Compliance with D.N.J. LBR 9004-1(b)

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*Proposed Co-Counsel to the Official  
Committee of Unsecured Creditors*

In re:

CHRISTOPHER & BANKS CORPORATION, *et al.*,<sup>1</sup>  
Debtors.

Case No.: 21-10269 (ABA)

Chapter: 11

Judge: Andrew B. Altenburg, Jr.  
Jointly Administered

**ORDER AUTHORIZING AND APPROVING THE RETENTION OF  
PACHULSKI STANG ZIEHL & JONES LLP AS COUNSEL TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS EFFECTIVE AS OF JANUARY 27, 2021**

The relief set forth on the following pages, numbered two (2) through and including three (3), is hereby **ORDERED**.

<sup>1</sup> The Debtors in these chapter 11 cases and the last four digits of each Debtor's federal tax identification number, as applicable, are as follows: Christopher & Banks Corporation (5422), Christopher & Banks, Inc. (1237), and Christopher & Banks Company (2506). The Debtors' corporate headquarters is located at 2400 Xenium Lane North, Plymouth, Minnesota 55441.

Page: 2  
Debtors: RTW Retailwinds, Inc., et al.  
Case No.: 20-18445 (JKS)  
Caption: Order Authorizing and Approving the Retention of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Effective as of January 27, 2021

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Upon consideration of the *Application for Order Pursuant to 11 U.S.C. §§ 328 and 1103, Fed. R. Bankr. P. 2014, and Local Rule 2014-1, Authorizing and Approving the Employment and Retention of Pachulski Stang Ziehl & Jones LLP as Counsel to the Official Committee of Unsecured Creditors Effective as of January 27, 2021* (the “Application”);<sup>2</sup> and upon consideration of the Declarations of Bradford J. Sandler and the Committee Chair filed in support of the Application; and the Court having jurisdiction to consider the Application and the relief requested therein pursuant to 28 U.S.C. §§ 157 and 1334, and the Court having the power to enter a final order consistent with Article III of the United States Constitution; and this matter being a core proceeding pursuant to 28 U.S.C. § 157(b)(2); and venue being proper in this District pursuant to 28 U.S.C. §§ 1408 and 1409; and it appearing that the relief requested in the Application is in the best interests of the Debtors’ estates, its creditors and other parties-in-interest; and the Committee having provided adequate and appropriate notice of the Application under the circumstances; and after due deliberation and good and sufficient cause appearing therefor; and it appearing to the Court that the Application should be approved,

**IT IS HEREBY ORDERED THAT:**

1. The Application is GRANTED as set forth herein.
2. The Official Committee of Unsecured Creditors (the “Committee”) is hereby authorized to retain and employ PSZJ as counsel to the Committee effective as of January

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<sup>2</sup> Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

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Debtors: RTW Retailwinds, Inc., et al.  
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27, 2021. PSZJ's address is: Pachulski Stang Ziehl & Jones LLP, 780 Third Avenue, 34<sup>th</sup> Floor, New York, New York 10017-2024.

3. PSZJ shall apply for compensation for professional services rendered and reimbursement of expenses incurred in connection with the Debtors' Cases in compliance with the applicable provisions of the Bankruptcy Code, including section 330 of the Bankruptcy Code, the Bankruptcy Rules, and any applicable procedures and orders of this Court.

4. PSZJ is authorized to render professional services to the Committee as described in the Application. PSZJ shall make reasonable efforts to avoid unnecessary duplication of services provided by any of the Committee's other retained professionals in these Cases.

5. PSZJ shall provide ten (10) business days' notice to the Debtors and the U.S. Trustee before any increases in the rates set forth in the Application or Sandler Declaration and shall file such notice with the Court.

6. The Committee and PSZJ are authorized and empowered to take all actions necessary to implement the relief granted in this Order.

7. The terms and conditions of this Order shall be immediately effective and enforceable upon its entry.

8. This Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.